



Sen. Kimberly A. Lightford

Filed: 3/16/2016

09900SB2531sam001

LRB099 18670 JLS 46148 a

1 AMENDMENT TO SENATE BILL 2531

2 AMENDMENT NO. _____. Amend Senate Bill 2531 by replacing
3 everything after the enacting clause with the following:

4 "Section 5. The General Not For Profit Corporation Act of
5 1986 is amended by changing Sections 101.80 and 107.03 as
6 follows:

7 (805 ILCS 105/101.80) (from Ch. 32, par. 101.80)

8 Sec. 101.80. Definitions. As used in this Act, unless the
9 context otherwise requires, the words and phrases defined in
10 this Section shall have the meanings set forth herein.

11 (a) "Anniversary" means that day each year exactly one or
12 more years after:

13 (1) The date of filing the articles of incorporation
14 prescribed by Section 102.10 of this Act, in the case of a
15 domestic corporation;

16 (2) The date of filing the application for authority

1 prescribed by Section 113.15 of this Act in the case of a
2 foreign corporation;

3 (3) The date of filing the statement of acceptance
4 prescribed by Section 101.75 of this Act, in the case of a
5 corporation electing to accept this Act; or

6 (4) The date of filing the articles of consolidation
7 prescribed by Section 111.25 of this Act in the case of a
8 consolidation.

9 (b) "Anniversary month" means the month in which the
10 anniversary of the corporation occurs.

11 (c) "Articles of incorporation" means the original
12 articles of incorporation including the articles of
13 incorporation of a new corporation set forth in the articles of
14 consolidation or set forth in a statement of election to accept
15 this Act, and all amendments thereto, whether evidenced by
16 articles of amendment, articles of merger or statement of
17 correction affecting articles. Restated articles of
18 incorporation shall supersede the original articles of
19 incorporation and all amendments thereto prior to the effective
20 date of filing the articles of amendment incorporating the
21 restated articles of incorporation. In the case of a
22 corporation created by a Special Act of the Legislature,
23 "Articles of incorporation" means the special charter and any
24 amendments thereto made by Special Act of the Legislature or
25 pursuant to general laws.

26 (d) "Board of directors" means the group of persons vested

1 with the management of the affairs of the corporation
2 irrespective of the name by which such group is designated.

3 (e) "Bylaws" means the code or codes of rules adopted for
4 the regulation or management of the affairs of the corporation
5 irrespective of the name or names by which such rules are
6 designated.

7 (f) "Corporation" or "domestic corporation" means a
8 domestic not-for-profit corporation subject to the provisions
9 of this Act, except a foreign corporation.

10 (g) "Delivered," for the purpose of determining if any
11 notice required by this Act is effective, means:

12 (1) Transferred or presented to someone in person;

13 (2) Deposited in the United States mail addressed to
14 the person at his, her or its address as it appears on the
15 records of the corporation, with sufficient first-class
16 postage prepaid thereon;

17 (3) Posted at such place and in such manner or
18 otherwise transmitted to the person's premises as may be
19 authorized and set forth in the articles of incorporation
20 or the bylaws; or

21 (4) Transmitted by electronic means to the e-mail
22 address, facsimile number, or other contact information
23 appearing on the records of the corporation as may be
24 authorized or approved in the articles of incorporation or
25 the bylaws.

26 (g-5) "Economic development corporation" means an

1 organization that receives public money that promotes the
2 development, establishment, or expansion of industries.

3 (h) "Foreign corporation" means a not-for-profit
4 corporation as defined and organized under the laws other than
5 the laws of this State, for a purpose or purposes for which a
6 corporation may be organized under this Act.

7 (i) "Incorporator" means one of the signers of the original
8 articles of incorporation.

9 (j) "Insolvent" means that a corporation is unable to pay
10 its debts as they become due in the usual course of the conduct
11 of its affairs.

12 (j-5) "Labor council" means any organization representing
13 multiple entities that are monitoring or attentive to
14 compliance with public or workers' safety laws, wage and hour
15 requirements, or other statutory requirements or that are
16 making or maintaining collective bargaining agreements.

17 (k) "Member" means a person or any organization, whether
18 not for profit or otherwise, having membership rights in a
19 corporation in accordance with the provisions of its articles
20 of incorporation or bylaws.

21 (k-5) "Minority group" means a group that is a readily
22 identifiable subset of the U.S. population and that is made up
23 of persons who are any of the following:

24 (1) American Indian or Alaska Native (a person having
25 origins in any of the original peoples of North and South
26 America, including Central America, and who maintains

1 tribal affiliation or community attachment).

2 (2) Asian (a person having origins in any of the
3 original peoples of the Far East, Southeast Asia, or the
4 Indian subcontinent, including, but not limited to,
5 Cambodia, China, India, Japan, Korea, Malaysia, Pakistan,
6 the Philippine Islands, Thailand, and Vietnam).

7 (3) Black or African American (a person having origins
8 in any of the black racial groups of Africa). Terms such as
9 "Haitian" or "Negro" can be used in addition to "Black or
10 African American".

11 (4) Hispanic or Latino (a person of Cuban, Mexican,
12 Puerto Rican, South or Central American, or other Spanish
13 culture or origin, regardless of race).

14 (5) Native Hawaiian or Other Pacific Islander (a person
15 having origins in any of the original peoples of Hawaii,
16 Guam, Samoa, or other Pacific Islands).

17 (6) A woman.

18 (1) "Net assets," for the purpose of determining the
19 authority of a corporation to make distributions, is equal to
20 the difference between the assets of the corporation and the
21 liabilities of the corporation.

22 (m) "Not-for-profit corporation" means a corporation
23 subject to this Act and organized solely for one or more of the
24 purposes authorized by Section 103.05 of this Act.

25 (n) "Registered office" means that office maintained by the
26 corporation in this State, the address of which is on file in

1 the office of the Secretary of State, at which any process,
2 notice or demand required or permitted by law may be served
3 upon the registered agent of the corporation.

4 (o) "Special charter" means the charter granted to a
5 corporation created by special act of the Legislature whether
6 or not the term "charter" or "special charter" is used in such
7 special act.

8 (p) Unless otherwise prohibited by the articles of
9 incorporation or the bylaws of the corporation, actions
10 required to be "written", to be "in writing", to have "written
11 consent", to have "written approval" and the like by or of
12 members, directors, or committee members shall include any
13 communication transmitted or received by electronic means.

14 (Source: P.A. 96-649, eff. 1-1-10.)

15 (805 ILCS 105/107.03) (from Ch. 32, par. 107.03)

16 Sec. 107.03. Members.

17 (a) A corporation may have one or more classes of members
18 or may have no members.

19 (b) If the corporation has one or more classes of members,
20 the designation of the class or classes and the qualifications
21 and rights of the members of each class shall be set forth in
22 the articles of incorporation or the bylaws. The articles of
23 incorporation or the bylaws may provide for representatives or
24 delegates of members and may establish their qualifications and
25 rights.

1 (c) If the corporation is to have no members, that fact
2 shall be set forth in the articles of incorporation or the
3 bylaws.

4 (d) A corporation may issue certificate evidencing
5 membership therein.

6 (e) The transfer of a certificate of membership in a
7 not-for-profit corporation in which assets are held for a
8 charitable, religious, eleemosynary, benevolent or educational
9 purpose, shall be without payment of any consideration of money
10 or property of any kind or value to the transferor in respect
11 to such transfer. Any transfer in violation of this Section
12 shall be void.

13 (f) Where the articles of incorporation or bylaws provide
14 that a corporation shall have no members, or where a
15 corporation has under its articles of incorporation, bylaws or
16 in fact no members entitled to vote on a matter, any provision
17 of this Act requiring notice to, the presence of, or the vote,
18 consent or other action by members of the corporation in
19 connection with such matter shall be satisfied by notice to,
20 the presence of, or the vote, consent or other action of the
21 directors of the corporation.

22 (g) A residential cooperative not-for-profit corporation
23 containing 50 or more single family units with individual unit
24 legal descriptions based upon a recorded plat of a subdivision
25 and located in a county with a population between 780,000 and
26 3,000,000 shall specifically set forth the qualifications and

1 rights of its members in the Articles of Incorporation and the
2 bylaws.

3 (h) When an economic development corporation receives any
4 public money, its board shall consist of no less than 2 members
5 of a labor council or councils and not less than 2 members from
6 2 separate minority groups. The labor council or councils shall
7 represent (i) employees in the construction trades and (ii)
8 employees in the public and private sector. No membership fees,
9 dues, or assessments shall be required. The labor council and
10 minority group members shall be full economic development
11 corporation members with all rights and privileges and shall
12 not be compensated.

13 (Source: P.A. 91-465, eff. 8-6-99.)".